

MMMC

MARYLAND NATURAL HISTORY MUSEUM

## Article Four Meetings of Members

- 4.1 Annual Meeting. An annual meeting of the Council shall be held at such time and place as shall be determined by the Board of Directors.
- 4.2 Special Meetings. Special meetings of the Council may be called by the Board of Directors.

## Article Five Board of Directors

- 5.1 General Powers. All powers of the Council shall be vested in a Board of Directors, hereinafter referred to in the bylaws as the Board. The Board shall manage the affairs of the Council.
- 5.2 Number of Directors. The Board shall consist of 21 individuals representing the following categories:
- State Agencies (4 representatives - at least one each from the Department of Natural Resources and Department of the Environment)
  - Local Agencies (4 representatives)
  - Federal Agencies (2 representatives)
  - Volunteer Groups-Environmental Organizations (2 representatives - one of which has statewide affiliation)
  - Academia (2 representatives)
  - Intergovernmental organizations (1 representative)
  - Consultants and Industry (2 representatives)
  - At-large (4 representatives)
- 5.3 Terms of Office. Unless elected as an officer, directors shall serve for a term of three years. The terms of no more than one-third of the Board's members shall expire in any given year to allow for stability and continuity in leadership. The terms of office shall begin immediately following the effective date of appointment. Directors shall serve no more than two consecutive terms, but can be reappointed following one year off-board. The terms for elected officers of the Board are specified in Article Six below.
- 5.4 Manner of Selection. Board members of the Council shall be appointed by the Secretary of Natural Resources. Nominees for appointment to the Board shall be provided to the Secretary by the Board.
- 5.5 Alternates. Directors shall designate alternates to represent them in their absence.
- 5.6 Vacancies. Any vacancy occurring on the Board will be filled by appointment by

the Secretary of Natural Resources to serve out the remainder of the term of the vacating Director. The replacement Director shall represent the category represented by the leaving Director. The name of a nominee to replace a Director will be chosen by an affirmative vote of the majority of the Directors remaining in office.

- 5.7 Resignation; Removal. Any director may resign from the Board at any time by giving written notice thereof to the Chair and to the Secretary of Natural Resources. Failure of a member or the designated alternate to participate in more than three consecutive meetings of the Board shall constitute grounds for requesting the Secretary to replace the member.

## Article Six Officers

- 6.1 Titles. The officers of the Council shall be a Chair, a Vice-chair, a Treasurer, and any other officers as may from time to time be prescribed by the Board.
- 6.2 Election and Term. All officers of the Council shall be elected annually by a majority vote of the Board. These officers shall be members or former members of the Board and shall hold office until the next annual meeting of the Council. Officers shall serve up to three years from the time of being elected initially, regardless of prior or existing Board tenure.
- 6.3 Resignation, Removal and Vacancy. Any officer may resign from office at any time by giving written notice to the Board or its Chair. Any officer may be removed, for good cause shown, by a majority vote of the full Board. Any vacancy occurring in an office by reason of resignation, removal, or the creation of a new office may be filled for the unexpired term thereof by a majority vote of the full Board.
- 6.4 Chair. The Chair shall serve as chairperson of the Board and shall preside at all meetings thereof. The Chair may enter into all contracts and agreements in the name of the Council, subject to such limitations as the Board may prescribe by resolution.
- 6.5 Vice-chair. The Vice-chair shall exercise the powers of the Chair in the event of the Chair's absence or inability to perform. The Vice-chair shall also have such powers and duties as may be prescribed by the Board or the Chair.

- 6.6 Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Council and shall receive, deposit, or disburse the same under the direction of the Board; provided, however, that the Board may appoint a custodian or depository for any such funds or securities. The Treasurer shall be a member of the Finance Committee and perform all other duties incident to the office of Treasurer.
- 6.7 Executive Secretary. The Department of Natural Resources shall provide staff support to serve the Council in the role of Executive Secretary. The Executive Secretary shall be an ex-officio member of the Board, shall keep accurate records of all meetings of the Board, and perform other duties incident to the office of Secretary.

#### Article Seven Meetings of the Board

- 7.1 Annual Meeting. The Board shall hold a meeting for the purpose of annually electing officers and transacting such other business as may properly be brought before the meeting.
- 7.2 Regular Meetings. The time and place of all regular meetings of the Board shall be as designated by a majority of the Board, in consultation with the Chair.
- 7.3 Special Meetings. Special meetings of the Board shall be called by the Chair or upon request of a majority of the Board.
- 7.4 Quorum and Voting. A majority of the members of the Board shall constitute a quorum.
- 7.5 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if consent in writing or by electronic communications, setting forth the action so taken, shall be obtained by a majority of the members of the Board.

#### Article Eight Committees of the Board

- 8.1 Committees. The Board shall have the power to establish and dissolve standing and ad hoc committees. Committee chairs shall be appointed by the Board. Terms of service are not time limited. Committee Chairs shall have the authority to establish ad hoc groups as necessary to fulfill their charge.
- 8.2 Standing Committees. The Council has the following standing committees:

- a) Planning Committee. This group will advise the Council on designing and implementing processes to facilitate communication and collaboration of the monitoring community in Maryland.
- b) Monitoring Methods Committee. This group will promote and coordinate the collection of comparable water quality related data.
- c) Environmental Indicators Committee. This group will develop recommendations on which environmental indicators are useful and relevant to various management objectives and public concerns. The indicators that are recommended will be appropriate for assessing water resources by ecological and physiographic regions of Maryland.
- d) Data Management Committee. This group will explore all existing data management procedures employed in Maryland and develop recommended protocols for data management and quality assurance.
- e) Assessment & Reporting Committee. This group will identify and promote the use of appropriate analysis procedures and the presentation of findings in both technical and non-technical formats.
- f) Nominating Committee. The Chair of the Nominating Committee shall be a Board member. The primary responsibility of this committee shall be to evaluate potential Board members. Based upon recommendations from this committee, the Board will forward the names of members to the Secretary of Natural Resources for appointment to the Board.
- g) Finance Committee. The Chair of the Finance Committee shall be a Board Member. This Committee shall keep the financial status of the Council under continuous review and shall report at each Board meeting. At least one month prior to the Annual Meeting of the Council, the Finance Committee shall prepare, for presentation, a financial statement which summarizes the financial operations of the Council for the fiscal year immediately preceding and which includes income and expenses in detail and a balance sheet.

## Article Nine Finance

- 9.1 Fiscal Year. The fiscal year of the Council shall be as determined by the Board by appropriate resolution and may be changed from time to time by the Board, subject to the provisions of applicable federal and state laws.
- 9.2 Checks. All checks, drafts, or orders for the payment of money shall be signed by such Council members as the Board shall from time to time designate.

Article Ten  
Amendments

These bylaws may be amended, repealed, or modified by a majority vote of the Board. Notice of the proposed amendment, repeal, or modification shall be included in the notice of the meeting at which the proposal is to be considered.

In Witness Whereof, the undersigned Chairperson of the Maryland Water Monitoring Council hereby certifies that the above is a true and correct copy of the bylaws of the Council duly approved by its Board of Directors on \_\_\_\_\_,  
20\_\_\_\_\_.

Chairperson of the Board of Directors